

SECOND AMENDED DECLARATION AND NOTICE OF POOLED UNIT

FLOYD JOHNSON UNIT

This Declaration and Notice of Pooled Unit dated May 20, 2011, is executed to be effective as of December 12, 2009, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who collectively own an interest in the oil and gas estate in the lands described in the Leases, and who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

WHEREAS, Chesapeake Appalachia, L.L.C. is the Operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. **Declaration of Unit:** In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. **Unit Name:** The pooled unit created hereby shall be known as the **"Floyd Johnson Unit"** ("the Unit").
3. **Description of Unit:** The Unit shall consist of **240.917434 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall within the

boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit. To the extent of any inconsistency between the information contained on Exhibit "A" and that depicted on Exhibit "B", Exhibit "A" shall supersede and control.

4. Effect of Pooled Unit. The effect of this Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.

5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Marshall & Wetzel Counties, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.

7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts. This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes from the effective date listed hereinabove.

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: [Signature]
Henry J. Hood, Senior Vice President --
Land and Legal & General Counsel

CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma)
COUNTY OF Oklahoma) SS:

On this, the 23 day of May, 2011, before me M. Storzyszyn, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 03/03/2015
Signature/Notary Public: [Signature]
Name/Notary Public (print): Marianna Storzyszyn

Counterpart Signature Page to that certain Declaration and Notice of Pooled Unit between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties, Inc. covering the Floyd Johnson Unit.

Statoil USA Onshore Properties Inc.

By: *M.K. Williams*
M.K. Williams, Land Manager – Onshore Gas

ALB

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
COUNTY OF HARRIS) SS:

On this, the 25TH day of MAY, 2011, before me GERARD SANCHEZ, the undersigned officer, personally appeared M. K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoil USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 9-6-2014
Signature/Notary Public: *Gerard Sanchez*
Name/Notary Public (print): GERARD SANCHEZ

This document prepared by:
Chesapeake Appalachia, LLC
6100 N. Western Avenue
P.O. Box 18496
Oklahoma City, OK 73118

Counterpart Signature Page to that certain Declaration and Notice of Pooled Unit between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties, Inc. covering the Floyd Johnson Unit.

Exhibit "A"

Attached to and made a part of that Second Amended Declaration and Notice of Pooled Unit dated May 20, 2011, but effective December 12, 2009

FLOYD JOHNSON UNIT

Wetzel County and Marshall County, West Virginia

CHESAPEAKE LEASE ID	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
1-254911-000	H.N. Johnson and Mary V. Johnson	Earl M. Hennen	4/9/1915	Book 5A, Page 349	Wetzel	01-01-06 & 01-01-07	84.000000	50.655237
1-254771-000	O.W. Yeater and Ethel Yeater	The Manufacturers Light and Heat Company	1/1/1962	Book 47A, Page 161	Wetzel	01-01-08	100.375000	1.648823
1-254770-000	Harold Stansberry, Lloyd E. McDowell and Emma McDowell	The Manufacturers Light and Heat Company	1/9/1962	Book 45A, Page 349	Wetzel	01-02-01	65.150000	47.438133
1-254768-000	Harold R. Stansberry	The Manufacturers Light and Heat Company	1/9/1962	Book 45A, Page 170	Wetzel	01-02-02	28.530000	11.273700
1-229500-006	Brian H. Teagarden and Kathryn D. Teagarden	Columbia Natural Resources LLC	12/18/2004	Book 643, Page 98	Marshall	07-28-05	107.760000	0.134895
1-229500-007	Jerry N. Teagarden	Columbia Natural Resources LLC	12/18/2004	Book 643, Page 112	Marshall	07-28-05	107.760000	0.067447
1-229500-008	Bernard R. Teagarden and Jane Teagarden	Columbia Natural Resources LLC	12/17/2004	Book 643, Page 110	Marshall	07-28-05	107.760000	0.134892
1-229500-009	Willard L. Teagarden	Columbia Natural Resources LLC	12/21/2004	Book 643, Page 108	Marshall	07-28-05	107.760000	0.067447
1-229500-010	Chad Teagarden	Columbia Natural Resources LLC	12/20/2004	Book 643, Page 104	Marshall	07-28-05	107.760000	0.011241
1-229500-011	Teryl Clutter	Columbia Natural Resources LLC	12/20/2004	Book 643, Page 106	Marshall	07-28-05	107.760000	0.011241
1-229500-012	Robin J. Smith	Columbia Natural Resources LLC	1/7/2005	Book 643, Page 256	Marshall	07-28-05	107.760000	0.011241
1-229500-013	Douglas R. Teagarden	Columbia Natural Resources LLC	1/5/2005	Book 643, Page 254	Marshall	07-28-05	107.760000	0.134895
1-229500-014	Jean McCulloh	Columbia Natural Resources LLC	12/29/2004	Book 643, Page 269	Marshall	07-28-05	107.760000	0.011241
1-229500-016	Charles N. Teagarden	Columbia Natural Resources LLC	12/29/2004	Book 643, Page 336	Marshall	07-28-05	107.760000	0.081701
1-229500-017	Hilda Daugherty	Columbia Natural Resources LLC	1/13/2005	Book 643, Page 342	Marshall	07-28-05	107.760000	0.011241
1-229500-019	Thomas E. Teagarden	Columbia Natural Resources LLC	12/21/2004	Book 643, Page 332	Marshall	07-28-05	107.760000	0.011241
1-229500-026	Teri Lee Parrish	Columbia Natural Resources LLC	1/26/2005	Book 643, Page 558	Marshall	07-28-05	107.760000	0.112413
1-229500-029	Larry W. Yeater	Columbia Natural Resources LLC	1/26/2005	Book 643, Page 564	Marshall	07-28-05	107.760000	0.337237
1-229500-030	Helen V. Rulan	Columbia Natural Resources LLC	2/11/2005	Book 643, Page 568	Marshall	07-28-05	107.760000	0.674474
1-229500-031	Jeanette F. Yeater	Columbia Natural Resources LLC	1/21/2005	Book 643, Page 562	Marshall	07-28-05	107.760000	0.180329
1-229500-035	Nedra Lynn Grubel	Columbia Natural Resources LLC	1/24/2005	Book 84A, Page 429	Marshall	07-28-05	107.760000	0.089930
1-229500-036	Linda L. Moore	Columbia Natural Resources LLC	3/8/2005	Book 644, Page 365	Marshall	07-28-05	107.760000	0.067447
1-229500-040	Turis Jan Walker	Chesapeake Appalachia, L.L.C.	12/17/2009	Book 680, Page 368	Marshall	07-28-05	107.760000	0.049052
1-229500-045	Sara J. Rush	Chesapeake Appalachia, L.L.C.	12/18/2009	Book 682, Page 287	Marshall	07-28-05	107.760000	0.049052
1-229500-046	Camilla P. Rush	Chesapeake Appalachia, L.L.C.	12/18/2009	Book 682, Page 238	Marshall	07-28-05	107.760000	0.049052
1-229500-048	Shirley A. Comfort & Rudolf Comfort	Chesapeake Appalachia, L.L.C.	12/22/2009	Book 682, Page 222	Marshall	07-28-05	107.760000	0.020465
1-229500-049	Tonya Rae Phillips	Chesapeake Appalachia, L.L.C.	4/27/2009	Book 682, Page 219	Marshall	07-28-05	107.760000	0.020465
1-229500-050	Donald Eugene Rush	Chesapeake Appalachia, L.L.C.	4/27/2009	Book 682, Page 216	Marshall	07-28-05	107.760000	0.020465
1-229500-051	William J. Vest Trust	Chesapeake Appalachia, L.L.C.	5/18/2009	Book 683, Page 53	Marshall	07-28-05	107.760000	1.180329
1-229500-055	William J. Vest Trust	Chesapeake Appalachia, L.L.C.	8/3/2009	Book 687, Page 116	Marshall	07-28-05	107.760000	0.670555
WV00000371-001	Mountain Minerals LLC	Chesapeake Appalachia, L.L.C.	10/9/2009	Book 679, Page 437	Marshall	07-28-05	107.760000	3.574711
1-254776-000	J.N. Pyles and Iva B. Pyles	The Manufacturers Light and Heat Company	5/25/1970	Book 401, Page 433	Marshall	07-28-07	61.000000	51.430459
MA 05409041001	Columbia Gas Transmission Corp.	Chesapeake Appalachia, L.L.C.	6/5/2007	N/A	Liberty	07-28-08	117.000000	50.205548
1-268133-001	Walter A. McDowell	Chesapeake Appalachia, L.L.C.	11/26/2008	Book 675, Page 576	Marshall	07-28-08	117.000000	1.255134

Exhibit "A"

Attached to and made a part of that Second Amended Declaration and Notice of Pooled Unit dated May 20, 2011, but effective December 12, 2009

FLOYD JOHNSON UNIT

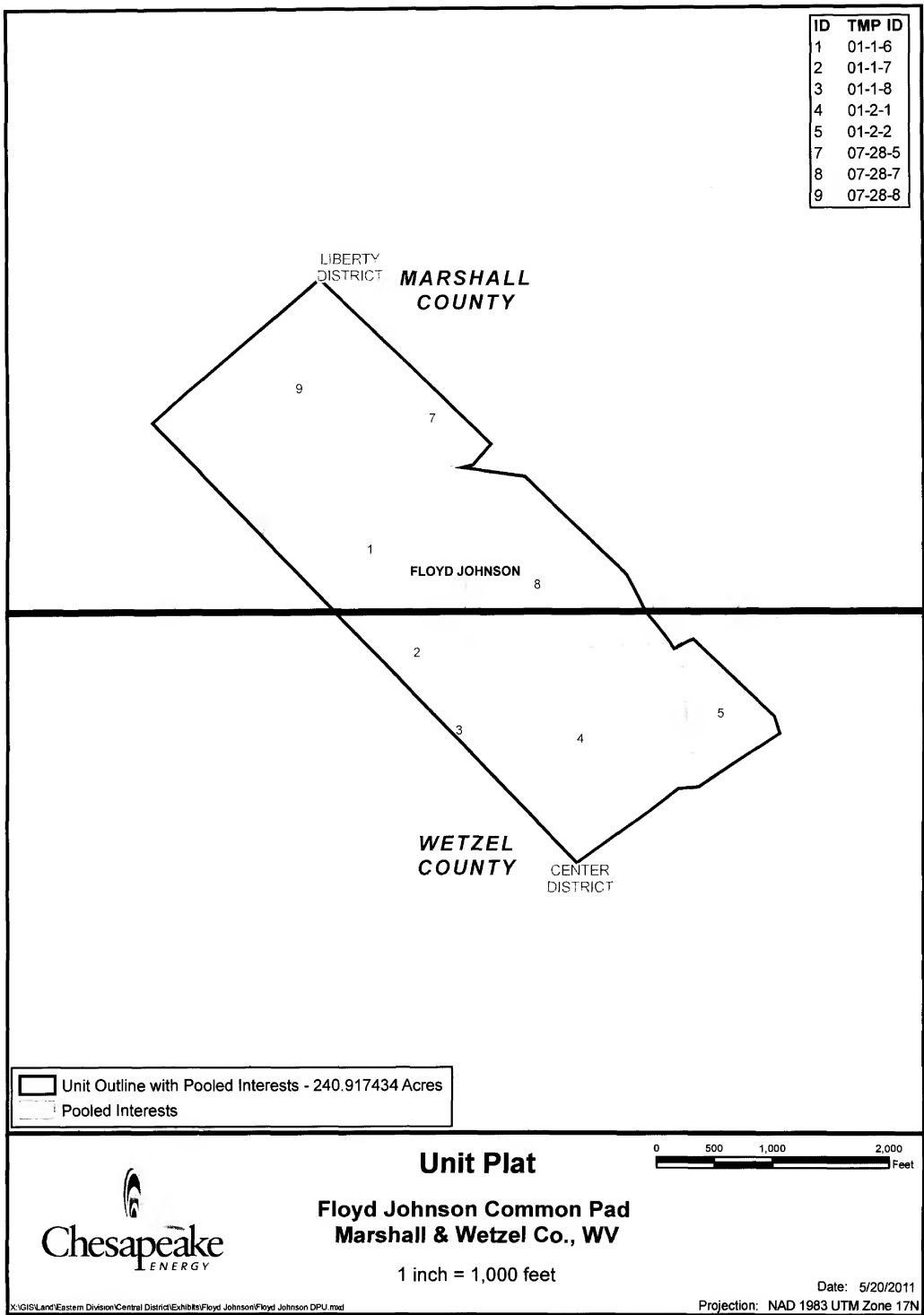
Wetzel County and Marshall County, West Virginia

CHESAPEAKE LEASE ID	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
1-268133-002	Doris E. Pyles	Chesapeake Appalachia, L.L.C.	12/1/2008	Book 675, Page 573	Marshall	07-28-08	117.000000	1.255134
1-268133-003	Ray Lemoyne McDowell and Donna R. McDowell	Chesapeake Appalachia, L.L.C.	12/9/2008	Book 675, Page 539	Marshall	07-28-08	117.000000	1.255134
1-268133-004	Charlott S. Zsarfian, aka/a Charlotte S. Szafran and Jeffrey A. Szafran	Chesapeake Appalachia, L.L.C.	12/8/2008	Book 676, Page 89	Marshall	07-28-08	117.000000	0.418377
1-268133-005	Richard W. McDowell	Chesapeake Appalachia, L.L.C.	12/8/2008	Book 675, Page 530	Marshall	07-28-08	117.000000	0.418377
1-268133-006	Margaret J. McDowell	Chesapeake Appalachia, L.L.C.	12/4/2008	Book 675, Page 515	Marshall	07-28-08	117.000000	1.255134
1-268133-007	Dennis M. McDowell	Chesapeake Appalachia, L.L.C.	1/5/2009	Book 677, Page 54	Marshall	07-28-08	117.000000	0.418377
1-268133-008	Lucille H. Simmons	Chesapeake Appalachia, L.L.C.	5/12/2009	Book 683, Page 56	Marshall	07-28-08	117.000000	2.091890
1-268133-009	Phyllis S. Young, aka Phyllis Simmons	Chesapeake Appalachia, L.L.C.	5/20/2009	Book 683, Page 59	Marshall	07-28-08	117.000000	2.091890
1-268133-013	Mary A. Goddard, Agent for Cleo Weigland	Chesapeake Appalachia, L.L.C.	6/4/2009	Book 684, Page 19	Marshall	07-28-08	117.000000	2.091890
1-268133-014	Eleanor Lucille Cecil	Chesapeake Appalachia, L.L.C.	7/9/2009	Book 684, Page 614	Marshall	07-28-08	117.000000	0.896524
1-268133-015	Ila Mae Clark	Chesapeake Appalachia, L.L.C.	7/9/2009	Book 684, Page 617	Marshall	07-28-08	117.000000	0.896524
1-268133-016	W. Ruth Taylor	Chesapeake Appalachia, L.L.C.	7/24/2009	Book 684, Page 620	Marshall	07-28-08	117.000000	0.896524
1-268133-017	Ted Yowonske, Nicole J. Yowonske, Jason Yowonske and Lee Yowonske	Chesapeake Appalachia, L.L.C.	8/19/2009	Book 685, Page 498	Marshall	07-28-08	117.000000	3.586117
TOTAL ACRES:								240.917434

Jan Pest
MARSHALL County 02:30:13 PM
Instrument No 1305525
Date Recorded 06/01/2011
Document Type O&G
Pages Recorded 7
Book-Page 734-140
Recording Fee \$7.00
Additional \$6.00

EXHIBIT "B"

Attached to and made a part of the Second Amended Declaration and Notice of Pooled Unit dated May 20, 2011, but effective December 12, 2009, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.



STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 20th day of May, 2011, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 1st day of June, 2011, at 2:30 o'clock P.M.

TESTE: Jan Pest Clerk.